

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
)	Case No. 05-44481 (RDD)
DELPHI CORPORATION, et al.,)	(Jointly Administered)
)	
)	
Debtors)	
)	

NOTICE OF TRANSFER OF CLAIM PURSUANT TO FRBP 3001(e)

TRANSFEROR: Philips Semiconductors, Inc.
c/o Philips Electronics North America
1251 Avenue of the Americas, 20th Floor
New York, NY 10020

PLEASE TAKE NOTICE of the transfer of all right, title and interest in Proof of Claim No. 14347 held by Philips Semiconductors, Inc. ("Transferor") against Delphi Corporation, arising from and in the aggregate amount of \$5,486,881.18 (the "Transferred Interest") as evidenced by the attached Exhibit A (the "Evidence of Transfer of Claim") to:

TRANSFeree: NXP Semiconductors USA, Inc.
1109 McKay Drive
San Jose, CA 95131

No action is required if you do not object to the transfer of the Transferred Interest as described above.

**IF YOU OBJECT TO THE TRANSFER OF THE TRANSFERRED INTEREST, WITHIN 20 DAYS OF
THE DATE OF THIS NOTICE, YOU MUST:**

FILE A WRITTEN OBJECTION TO THE TRANSFER with:

Clerk of the Court, United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 534
New York, NY 10004
Attn: Delphi Corporation

SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE

Refer to INTERNAL CONTROL NO. _____ in your objection.

If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

Clerk of the Court

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on _____, 2006.
INTERNAL CONTROL NO. _____ Copy (check): Claims Agent: _____ Transferee: _____
Debtor's Attorney: _____ Deputy Clerk _____

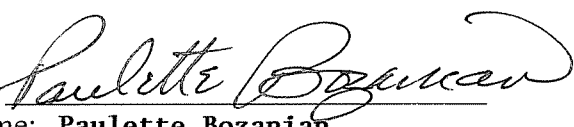
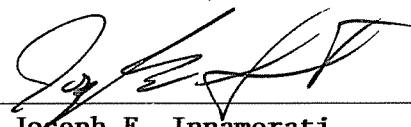
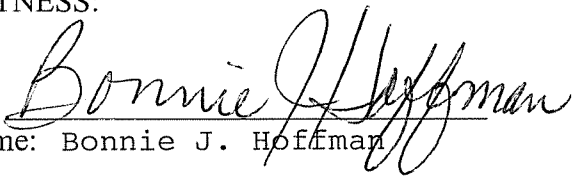
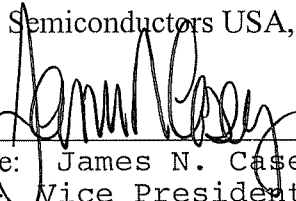
EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

Philips Semiconductors, Inc. ("Assignor"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and irrevocably sell, transfer and assign unto NXP Semiconductors USA, Inc. ("Assignee") all rights, title and interest in and to the general unsecured claim of Assignor in the amount of \$5,486,881.18 and to the Proof of Claim of Assignor with respect to Assignor's general unsecured claim against Delphi Corporation, et al. (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 05-44481 (RBD) (Jointly Administered).

Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Bankruptcy Rules, and stipulates that an order may be entered recognizing this assignment as unconditional and the Assignee herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect of the Claim to the Assignee.

IN WITNESS WHEREOF, dated the 15th day of ^{March}~~February~~, 2007.

<p>WITNESS:</p> <p>By: <u></u> Name: Paulette Bozanian</p>	<p>ASSIGNOR:</p> <p>Philips Semiconductors, Inc.</p> <p>By: <u></u> Name: Joseph E. Innamorati Title: Vice President Telephone: 212-536-0617</p>
<p>WITNESS:</p> <p>By: <u></u> Name: Bonnie J. Hoffman</p>	<p>ASSIGNEE:</p> <p>NXP Semiconductors USA, Inc.</p> <p>By: <u></u> Name: James N. Casey Title: Vice President & General Counsel Telephone: 408-474-7001</p>